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the AMAZING SPIDER-MAN

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SPIDER-MAN!

NOW I'VE GOT YOU!

HEY! WHA--?

SURPRISED?

SEE WHY I'M CALLED THE SANDMAN?!!

HOW CAN SPIDER-MAN DEFEAT A FOE WHO CANNOT BE INJURED?? DON'T DARE MISS.....

"NOTHING CAN STOP... THE SANDMAN!"

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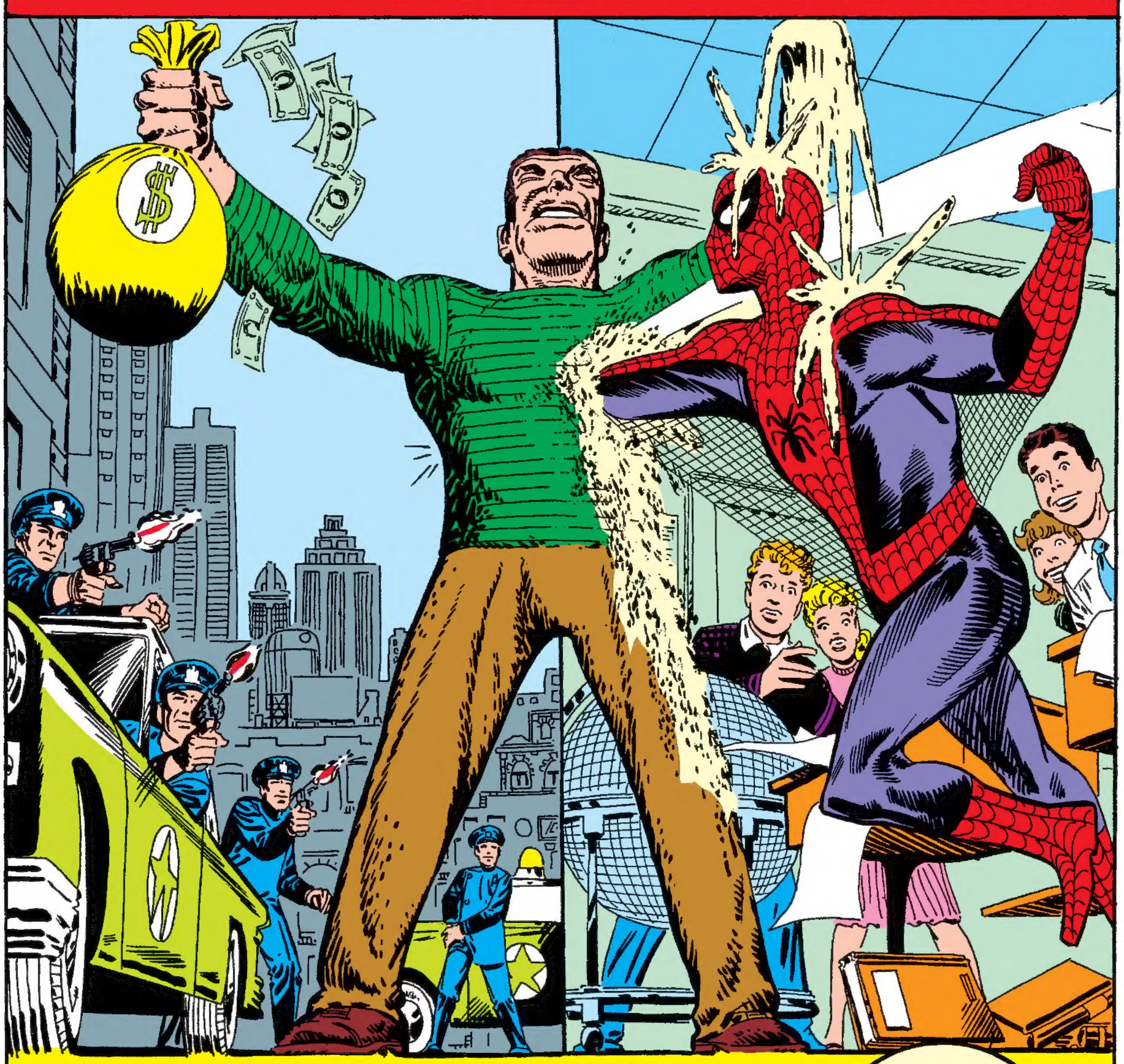
SPIDER-MAN

"NOTHING CAN STOP... THE SANDMAN!"



IN THE SPACE OF ONLY THE FIRST THREE ISSUES, YOU READERS HAVE MADE ***SPIDER-MAN*** ONE OF THE GREATEST, MOST PHENOMENAL SUCCESSES IN THE HISTORY OF SUPER CHARACTERS! AND NOW, WITH THIS RECORD-BREAKING FOURTH ISSUE, ***SPIDER-MAN*** SOARS TO STILL GREATER HEIGHTS AS HE BATTLES THE MOST FANTASTIC FOE OF ALL! SO, SETTLE BACK FOR THE THRILL OF YOUR LIFE--THE FATEFUL MOMENT WHEN ***SPIDER-MAN*** MEETS--THE ***SANDMAN!***

by Stan Lee + STEVE DITKO

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KNOW WHAT NEW YORK'S BIGGEST TOURIST ATTRACTION IS? GRANT'S TOMB? EMPIRE STATE BUILDING? NOPE! IT'S A COLORFUL CRIME-FIGHTER NAMED ***SPIDER-MAN!***

LOOKS LIKE OL' J. JONAH IS STILL GUNNIN' FOR ME IN HIS PAPER! SOME GUYS JUST ***NEVER*** GIVE UP!

"The SPIDER-MAN MENACE!"

A NEW SERIES BY J. JONAH JAMESON

STARTING TODAY IN THE DAILY BUGLE

WELL! WELL! IF I EVER SAW THREE PUNKS CASIN' A JEWELRY STORE, I SEE IT ***NOW!***

I WAS ***RIGHT!*** NO SOONER DOES THE PROPRIETOR LOCK UP FOR THE NIGHT AND HEAD FOR HOME, THEN THEY START SNEAKIN' UP TO THE PLACE!

HEY! WHAT'S GOIN' ***ON??***

WHO'S THE WISE GUY?

IT FEELS LIKE A PIECE OF ***WEB*** DROPPED DOWN ON US! BUT... WHO...?

WELL, IT'S NOT DR. KILDARE!

SPIDER-MAN! WE'RE ***SUNK!***

SHUDDUP, STUPID! I'LL HANDLE THIS!

IF YOU'RE THINKIN' OF PUTTIN' UP A ***FIGHT,*** BROTHER, LET ME WARN YOU...

A FIGHT? THE ONLY FIGHT ***I'LL*** PUT UP IS IN ***COURT!*** I'M SUIN' YOU FOR ASSAULT AND BATTERY, AND I GOT WITNESSES TO ***PROVE*** IT!

YEAH, THAT'S ***RIGHT!***

THERE'S NO LAW AGAINST THREE HONEST CITIZENS WALK-IN' IN THE STREET AT NIGHT! THEN ***YOU*** COME SWOOPIN' DOWN ON US, SCARIN' US OUTTA OUR WITS! YOU'RE A ***MENACE***... JUST LIKE J. JONAH JAMESON SAYS!

HE'S ***RIGHT!*** I WAS A ***FOOL!*** I SHOULD HAVE WAITED TILL THEY BROKE INTO THE STORE! ***NOW*** I'VE NO EVIDENCE!

DON'T YOU FEEL LIKE A ***JERK,*** PARADIN' AROUND IN PUBLIC IN THAT GET-UP??

A ***FINE*** WAY TO TALK TO A SUPER-HERO! BUT WHAT CAN I ***DO*** ABOUT IT?

HEY, LET'S SWEAR OUT A WARRANT AGAINST ***SPIDER-MAN!*** I'LL CALL A COP! ***HELP, POLICE!***

THIS IS ***BATTY!*** ***THEM*** CALLING FOR HELP AGAINST ***ME!***

POLICE!!

WE'LL ***HELP*** YA! HEY, ***POLICE!***

BOY, YOU NEVER CAN GET A COP WHEN YOU ***WANT*** ONE!

I SEE ONE COMIN' ***NOW!***

AWRIGHT, WHAT'S GOIN' ON HERE?

IT'S **SPIDER-MAN!** HE ATTACKED US FOR NO GOOD REASON!

HE'LL FIND MY **WEB** ON THE GROUND... AND IT'S THEIR THREE STORIES AGAINST MY **ONE!**

EVEN A SUPER-HERO KNOWS WHEN IT'S TIME TO CUT OUT!

HEY! COME BACK HERE, YOU! I'VE GOTTA FILL OUT A **REPORT!** I NEED YOUR NAME, ADDRESS... WAIT A MINUTE!

THIS'LL TEACH ME NOT TO GO CHARGING **INTO** THINGS UNTIL I KNOW WHAT THE SCORE IS!

WELL, IT COULD BE WORSE! AT LEAST I **DID** STOP 'EM FROM ROBBING THAT STORE!

GET 'IM **DOWN** FROM THERE! **SHOOT** THE BUM!

GOTTA HAND IT TO YA, CHARLIE! YOU SURE OUT-SMARTED THAT CREEP!

ALL RIGHT, YOU GUYS... MOVE ALONG! THE PARTY'S OVER!

IF **I** WERE **SPIDER-MAN, I** MIGHT HAVE TACKLED YOU MYSELF... 'CAUSE YOU GOT **LARCENY** WRITTEN ALL OVER YOU!

MEANWHILE, UP ABOVE...

The SPIDER-MAN MENACE

IT'S ALL **HIS** FAULT! ON ACCOUNT OF JAMESON STIRRING EVERYONE UP AGAINST ME, EVEN CHEAP CROOKS NOW THINK THEY DON'T HAVE TO FEAR ME ANYMORE!

WELL, IT'S TIME I PAID J. JONAH A LITTLE VISIT... AS **SPIDER-MAN!**

DAILY BUGL

HECK! IT'S EMPTY! HE'S NOT IN!

BUT I'LL JUST LEAVE A LITTLE SOUVENIR FOR HIM... TO PROVE I WAS HERE!

MINUTES LATER...

WELL, THAT'S THAT! NOW I'LL... **HEY!** POLICE CARS BELOW! SOMETHING MUST BE UP! I'D BETTER HANG AROUND!

THAT FELLA CLIMBING FRANTICALLY TO THE ROOF MUST BE THE ONE THEY'RE LOOKING FOR! IT'LL BE DUCK SOUP FOR ME TO GET 'IM!

FIRST, I'LL SHINE MY SPIDER-MAN BEACON IN FRONT OF HIM, TO LET 'IM KNOW WHAT HE'S UP AGAINST!

AND THEN, I'LL JUST... HOLY HANNAH! WHO ARE YOU?!!

I DIDN'T EXPECT A WELCOMING COMMITTEE, BUT, SINCE YOU ASKED...

I CALL MYSELF...THE SANDMAN! NOW, THEN, ANY OTHER DUMB QUESTIONS?

THE SANDMAN! I HEARD OF YOU... BUT I THOUGHT THE REPORTS WERE JUST A GAG!

IF WHAT THEY SAY ABOUT YOU IS TRUE, YOU'RE WANTED BY THE POLICE FROM MAINE TO MEXICO!

VERY INTERESTIN'! NOW GET LOST! I GOT ME A COUPLE OF BANKS TO ROB AND I DON'T WANNA WORK OVERTIME!

HOLD IT, GRUESOME! NOBODY GIVES SPIDER-MAN THE BUM'S RUSH!

YOU'RE GONNA GET WORSE THAN THAT IF YOU DON'T LEGGO!

THINK I'M KIDDIN', HUH? OKAY, LET'S SEE YOU HOLD ONTO ME NOW!!

HE..HE'S SLIPPING THROUGH MY FINGERS...JUST LIKE SOFT SAND!

I DON'T KNOW HOW YOU MANAGED TO DO THAT, BUT...

THAT?? THAT'S KID STUFF! YOU AIN'T SEEN NOTHIN' YET!

NOW DO YOU SEE WHY THEY CALL ME SAND-MAN?

IT'S UNBELIEV-ABLE! YOUR BODY ISN'T FLESH AND BLOOD...MY FIST GOES RIGHT THROUGH YOU... WITHOUT HURTING YOU!

BUT I CAN HURT YOU, PAL! ALL I DO IS HARDEN ANY PART OF ME THAT I WANT TO...LIKE THIS!

UGH! YOUR JAW IS LIKE IRON!

AND HOW'S THIS?? NO HANDS!!

OOOF!

HE CAN CHANGE HIS BODY AS EASILY AS MISTER FANTASTIC... ONLY SANDMAN ISN'T ON OUR SIDE!

*MR. FANTASTIC: FAMOUS LEADER OF THE FABULOUS FANTASTIC FOUR!

DON'T GO 'WAY, CHUM! THE PARTY'S ONLY STARTIN'!

HE'S JUST TOYING WITH ME! I'VE GOT TO USE MY WEB ON HIM!

But THEN...

OH, NO!! I TORE MY FACE MASK!

CAN'T LET ANYONE SEE ME LIKE THIS! IT'LL BE THE END OF MY SECRET IDENTITY!

EVEN IF I COULD, I DON'T DARE TO CAPTURE HIM NOW!

SO YOU GOT ME? SO WHAT? SOON AS THE POLICE GRAB ME, I'LL LET 'EM ALL KNOW WHO YOU REALLY ARE!

ONCE MY SECRET IS OUT, J. JONAH JAMESON WILL NEVER STOP HOUNDING ME!

TO THINK THAT A PUBLIC MENACE LIVED RIGHT IN OUR MIDST, HIDING BENEATH A MASK OF RESPECT-ABILITY! HE MUST BE EXPELLED FROM SCHOOL...DRIVEN FROM TOWN!!

LOCK HIM UP FOR LIFE! I DON'T WANT DE-CENT TEEN-AGERS TO ASSOCIATE WITH HIM!

HE'S JUST AN OVER-GROWN DELINQUENT!

AND AUNT MAY...IF I'M DRIVEN FROM TOWN, WHAT WILL HAPPEN TO HER?

DON'T WORRY ABOUT ME, PETER DARLING! I'M JUST AN OLD LADY...IT'S YOU WHO MATTER!

FOR SALE SHOE LACES 10¢

COME BACK HERE, YA BLAMED COWARD! THE AMAZING SPIDER-MAN! BAH!

I'VE GOT TO GET AWAY! CAN'T TAKE A CHANCE ON HIM RECOG-NIZING ME! THE RISKS ARE TOO GREAT!

HE'S GONE! NOW I'LL JUST GET BACK TO BUSINESS!

IT'S EASY FOR A GUY TO JUMP OFF THE ROOF OF A BUILDING ...IF HE CAN TURN INTO SMALL, WEIGHT-LESS SAND PARTICLES!

THEN, AFTER I LAND ON THE SIDEWALK, ALL I HAFTA DO IS RE-FORM THE PARTICLES AGAIN...

AND NOW FOR THAT DATE WITH A BANK!!

REACHING THE BANK, ***SANDMAN*** REFORMS THE PARTICLES OF HIS INDEX FINGER INTO THE SHAPE OF A BLANK ***KEY...***

THIS IS EASIER THAN USIN' BURGLAR TOOLS!

INSERTING HIS FINGER INSIDE THE LOCK, THE *"KEY"* TAKES THE EXACT SHAPE OF THE LOCK ITSELF, ENABLING IT TO MOVE THE TUMBLERS, THUS OPENING THE DOOR!

CLICK!

ONCE INSIDE THE BANK, ***SANDMAN*** THEN SLIDES ALONG THE FLOOR, SLITHERING UNDER THE ELECTRIC EYE BARRIER WITHOUT SETTING OFF AN ALARM!

UNTIL...

SO FAR SO GOOD! NOW TO TACKLE THE MAIN VAULT ITSELF!

MEANWHILE, AT THE HOME OF ***PETER PARKER,*** HIGH SCHOOL SCIENCE MAJOR... WE FIND PETER, ALIAS ***SPIDER-MAN***, WRESTLING WITH AN UNUSUAL PROBLEM FOR A SUPER-HERO...

IF ***THIS*** DOESN'T TAKE THE CAKE!! I CAN'T GO OUT IN PUBLIC AS ***SPIDER-MAN*** UNTIL MY MASK IS SEWN UP, AND WHEN IT COMES TO SEWING, I'M ALL ***THUMBS!***

THIS IS ***RIDICULOUS!*** I'M NO COTTON-PICKIN' ***SEAMSTRESS!!*** BUT I'VE ***GOT*** TO DO IT ***MYSELF!***

I CAN'T WALK INTO A TAILOR SHOP AND SAY *"SEW UP MY* ***SPIDER-MAN*** *SUIT, PLEASE"* WITHOUT MAKING SOMEBODY JUST A LITTLE SUSPICIOUS ABOUT WHO I ***AM!***

OUCH! DARN NEEDLE! WISH I COULD ASK AUNT MAY, WITHOUT AROUSING HER SUSPI--***HEY!*** WHAT'S ***THIS?!?***

WE BRING YOU A SPECIAL BULLETIN! THE DREADED ***SANDMAN*** *HAS BEEN REPORTED IN OUR CITY!*

NEW

"FOR THOSE OF YOU WHO ARE UNFAMILIAR WITH ***SANDMAN'S*** BACKGROUND, CHANNEL 17 PRESENTS THIS BRIEF SUMMARY: A FEW MONTHS AGO HE WAS AN INMATE AT ISLAND PRISON..."

"KNOWN AS FLINT MARKO, HE WAS THE MOST INCORRIGIBLE PRISONER AT THAT MAXIMUM SECURITY JAIL! THEN, ONE NIGHT, HE ESCAPED THRU AN UNGUARDED DRAINAGE TUNNEL!"

"VOWING NEVER TO BE RECAPTURED ALIVE, HE HEADED THE F.B.I. LIST OF MOST WANTED CRIMINALS AS HE MANAGED TO REMAIN ONE STEP AHEAD OF THE PURSUING LAWMEN!"

"BUT, AS THE POLICE DRAGNET DREW EVER TIGHTER, HE HID IN THE ONE PLACE WHERE NO ONE WOULD IMAGINE A MAN WOULD HIDE--AN ***ATOMIC DEVICES TESTING CENTER!***"

DANGER KEEP OUT!

"REALIZING IT WAS THE ONLY PLACE WHERE HE COULD HAVE A MEASURE OF SAFETY, HE REMAINED ON THE LONELY, FORBIDDEN-AREA BEACH, UNTIL THE FATEFUL DAY THAT A NUCLEAR TEST EXPLOSION CAUGHT HIM UNAWARES!

"BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED AT THAT RADIO-ACTIVE INSTANT WITH THE MOLECULES OF THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY ***INDESTRUCTIBLE!***"

...AND SO, WE URGE EVERY LISTENER TO STAY INDOORS AND--

CLICK!

UH OH! AUNT MAY'S COMING! GOT TO HIDE MY COSTUME-- ***FAST!***

JUST TIME TO THROW MY ROBE ON! HOPE NONE OF IT IS SHOWING!

PETER, DEAR, YOU'VE BEEN STUDYING ***SO*** HARD! I BROUGHT YOU SOME COOKIES AND MILK!

WHY ARE YOU CLUTCHING YOUR ROBE SO TIGHTLY? YOU LOOK SO AGITATED! YOU MUST HAVE A ***FEVER,*** DEAR!

THAT'S MY BEST EXCUSE!

I-I THINK MAYBE I ***AM*** A LITTLE ILL, AUNT MAY!

NOW YOU JUST GET RIGHT INTO BED, PETER! I'LL BRING UP SOME ASPIRINS AND A THERMOMETER FOR YOU!

GOSH, YOU DON'T HAVE TO BOTHER WITH THAT, AUNT MAY! I'M SURE I'LL **BE OKAY IN A** LITTLE WHILE!

SHE'S ***GONE!*** NOW FOR THE NEWS AGAIN...

...POLICE HAVE THROWN A CORDON AROUND THE BANK! ***SANDMAN*** IS SAID TO BE STILL INSIDE!

LADIES AND GENTLEMEN, THIS IS ONE OF TV's MOST DRAMATIC MOMENTS! OUR ON-THE-SPOT CAMERAMAN IS ACTUALLY PHOTOGRAPHING ***SANDMAN*** AS HE CALMLY WALKS OUT OF THE BANK! THE POLICE BULLETS DON'T SEEM TO AFFECT HIM!

MINUTES LATER...

SANDMAN MADE A CLEAN GETAWAY! I'LL BET ***SPIDER-MAN*** COULD STOP HIM, IF ONLY I COULD SEW MY MASK AND SLIP AWAY FROM AUNT MAY!

YOU'LL BE JUST FINE AFTER A GOOD NIGHT'S SLEEP, DEAR! YOU'VE JUST BEEN STUDYING TOO HARD!

MEANWHILE, THE *SANDMAN* RACES THRU THE CITY, WITH THE PURSUING POLICE RIGHT AT HIS HEELS...

SUDDENLY TURNING A CORNER, HE DROPS HIS STOLEN MONEY-BAG AS HE WILLS HIS RADIATION-AFFECTED BODY TO CHANGE ITS PHYSICAL STRUCTURE...

...AND THE UNSUSPECTING OFFICERS RUN PAST! FOR WHO WOULD THINK TO SUSPECT WHAT LIES BENEATH AN INNOCENT-LOOKING MOUND OF *SAND* IN A VACANT LOT?!!

THE NEXT MORNING...

...AND, THOUGH *SANDMAN* HAS MADE GOOD HIS ESCAPE, THE POLICE ARE KEEPING CONSTANT VIGIL...

HMMM, YOU SEEM BETTER THIS MORNING, DEAR, AND YOUR TEMPERATURE IS PERFECTLY NORMAL! I'LL FIX YOU A NICE, WARM BREAKFAST AND YOU CAN GO TO SCHOOL!

AS SOON AS HIS DOTING AUNT LEAVES THE ROOM...

WHEW! I WAS UP HALF THE NIGHT WORKIN' ON THIS, BUT AT LAST IT'S FINISHED! SO I'LL JUST WEAR MY *SPIDER-MAN* COSTUME UNDER MY CLOTHES TODAY...

BREAKFAST IS READY, PETER! BE SURE YOU EAT EVERY DROP! I'VE GOT TO LEAVE A LITTLE *EARLY* TODAY!

THANKS, AUNT MAY! I--EH, I'LL BE A LITTLE LATE COMING HOME TODAY! I'M GOING TO STOP OFF AND SEE MISTER JAMESON ABOUT SOMETHING!

HE'S THAT NICE GENTLEMAN WHO PUBLISHES THE *DAILY BUGLE*, AND *NOW MAGAZINE*, ISN'T HE?

JUST BE SURE YOU DON'T EXERT YOURSELF, DEAR! YOU KNOW HOW EASILY YOU CATCH COLD!

AW, AUNT MAY--I WISH YOU WOULDN'T BABY ME SO! I'M PRETTY HUSKY, YOU KNOW!

NOW, NOW, PETER, WE CAN'T BE *TOO* CAREFUL, CAN WE? HERE, TAKE YOUR UMBRELLA! IT MAY RAIN TODAY!

BOY, IF THE WORLD EVER FOUND OUT THAT *SPIDER-MAN* HAD TO CARRY AN *UMBRELLA* AND PROMISE NOT TO EXERT HIMSELF!!!

A FEW MINUTES LATER, AT THE PUBLISHING OFFICE OF *J. JONAH JAMESON*...

GOOD MORNING, MR. JAMESON!

HRRMPH! BRING ME THE LATEST BULLETINS ABOUT *SANDMAN* RIGHT AWAY! ALSO, I WANT THE FILE ON *SPIDER-MAN!*

FIRST *SPIDER-MAN* PLAGUES THIS CITY, AND NOW *SANDMAN!!* I WONDER IF THERE COULD BE ANY *CONNECTION* BETWEEN THE TWO! WHAT A *SCOOP* IT WOULD BE IF I PROVED THERE *IS!*

SITTING AT HIS DESK CHAIR, JONAH JAMESON ANGRILY FINDS THE LITTLE MEMENTO WHICH **SPIDER-MAN** HAD MISCHIEVOUSLY LEFT THE DAY BEFORE...

WHAT IN THE DOD-BLAMED DING-BUSTED SAM HILL IS ON MY **CHAIR??!!**

I-I HAVEN'T ANY **IDEA,** SIR!

I'M **STUCK** IN THIS BLASTED CHAIR! CAN'T GET OUT!

IT'S THE WORK OF THAT MISERABLE **SPIDER-MAN!** WELL, DON'T JUST STAND THERE **GAWK-ING,** MISS BRANT! GO GET ME ANOTHER PAIR OF **TROUSERS!!**

THERE'S A PIECE OF ADHESIVE **WEBBING** ON THE SEAT!

Y-YES SIR!

OH, THERE'S JJ'S YOUNG PHOTO-GRAPHER, PETER PARKER!

WOULD YOU BRING THESE TROUSERS IN TO MR. JAMESON, PETER? HE'S IN SUCH A BAD MOOD, I HATE TO FACE HIM!

SURE, MISS BRANT!

JJ MUST HAVE FOUND THE LITTLE "**MEMENTO**" I LEFT FOR HIM YESTERDAY! I CLEAN FORGOT ABOUT IT!

OH, IT'S **YOU,** EH? DID YOU BRING ME ANY NEW PICTURES?

NO, MR. JAMESON! I--EH, I'VE BEEN SORT OF BUSY WITH MY STUDIES! BUT HERE'S A PAIR OF **PANTS** FOR YOU!

LISTEN, PARKER, I WANT PICTURES OF **SPIDER-MAN!** YOU'VE MANAGED TO BRING IN GREAT STUFF IN THE PAST, BUT IF YOU CAN'T DELIVER **NOW,** I'LL GET SOMEONE WHO **CAN!** DO YOU **READ** ME?

SAY, WHAT DID YOU COME **UP** HERE FOR, ANYWAY?

I WONDERED IF YOU COULD GIVE ME AN **ADVANCE** ON MY NEXT CHECK?

AN **ADVANCE??!** ARE YOU **KIDDING??** WHAT DO YOU **DO** WITH MONEY, **EAT** IT?? LOOK-- THIS IS A **BUSINESS,** NOT A CHARITY! WHEN YOU BRING ME EXCLUSIVE PICTURES, I PAY FOR 'EM... BUT NOT **BEFORE!**

YOU TEEN-AGERS ARE ALL ALIKE --YOU THINK THE WORLD OWES YOU A LIVING! NOW GO OUT AND GET ME SOME SHOTS OF **SPIDER-MAN,** AND DON'T COME BACK TILL YOU **DO!**

I NEEDED THE DOUGH FOR NEW EXPERIMENTS WITH MY WEBBING--BUT I CAN'T TELL **HIM** THAT! OH WELL, I **TRIED!**

ONCE I GET THOSE PIX OF **SPIDER-MAN,** I'LL RUN THEM NEXT TO SOME PIX OF **SANDMAN,** WITH A CAPTION READING: **ARE THEY THE SAME MAN?** WHAT A FEATURE **THAT** WILL MAKE!

BETTER GET TO SCHOOL BEFORE I MISS THE LAST BELL!

AND SO...

WELL, THE POOR GUY HAS ASKED ME SO **MANY** TIMES, I JUST DIDN'T HAVE THE HEART TO REFUSE HIM AGAIN, FLASH!

HEY, YOU'RE NOT **SERIOUS** ABOUT HAVING A DATE WITH PUNY PARKER TONIGHT, ARE YOU?

I'LL HAVE TO FIND SOME WAY TO PICK UP THE TRAIL OF **SAND-MAN** AFTER SCHOOL TONIGHT!

HELLO, PETER! WHAT TIME WILL YOU PICK ME UP TONIGHT?

SUFFERIN' CATS! I FORGOT ALL ABOUT MY DATE WITH LIZ TONIGHT! I'LL HAVE TO BREAK IT!

GOSH, LIZ, I'M SORRY! I CAN'T MAKE IT! SOMETHING KINDA IMPORTANT CAME UP!

LUCKY FOR YOU, LIZ! NOW YOU CAN GO OUT WITH A REAL MAN-- NAMELY ME!

GEE, DON'T BE ANGRY, LIZ! YOU SEE--I-I HAVE TO STUDY FOR TOMORROW'S EXAM, AND...

PETER PARKER! YOU'RE THE TOP STUDENT IN THE CLASS! IF YOU CAN'T SPARE ONE EVENING FOR A DATE, THEN I'M SORRY FOR YOU! GOODBYE!

HEY, DIG THE CRAZY UMBRELLA! HOW COME YOU LEFT YOUR GALOSHES HOME, SKINNY??

SOMETIMES I THINK I OUGHTTA HAVE MY HEAD EXAMINED FOR STICKIN' TO THIS SPIDER-MAN BIT! I'M BEGINNIN' TO THINK A SECRET IDENTITY IS FOR THE BIRDS! I WONDER IF MY SPIDER POWER IS AFFECTING MY BRAIN, ALSO! NOTHING I DO SEEMS TO TURN OUT RIGHT!

PARKER! STOP DAY-DREAMING IN CLASS!

MEANWHILE, NOT TOO FAR AWAY, SANDMAN IS HAVING HIS SHARE OF TROUBLE, ALSO, AS HE REALIZES THAT EVADING THE POLICE ISN'T EASY--NOT EVEN FOR A SUPER-CRIMINAL!

I TURNED MY LEGS INTO SAND JUST IN TIME! THESE BLASTED COPS ARE ALL OVER THE PLACE!

THEY MAY BE HAVIN' A TOUGH JOB HOLDIN' ME, BUT THEY SURE ARE WEARIN' ME DOWN! I'VE GOT TO FIND A PLACE WHERE I CAN HOLE UP AND REST FOR A WHILE!

HMMM, THAT HIGH SCHOOL OVER THERE LOOKS LIKE A GOOD SPOT! NOBODY'D EVER THINK TO LOOK FOR ME IN THERE!

EVERYONE'S IN CLASS, EXCEPT FOR THAT LONE KID! NOW TO FIND AN EMPTY CLASSROOM!

THAT'S WHAT I GET FOR NOT PAYING ATTENTION IN CLASS! I GOT STUCK WITH THE JOB OF CARRYING THESE OLD BOTTLES FROM THE LAB TO THE BOILER ROOM! A REAL GLAMOR BOY, THAT'S ME!

LEAVE 'EM THERE, SONNY! I'LL GET RID OF 'EM AS SOON AS I ADJUST THIS NEW KING-SIZE VACUUM CLEANER!

HE DOESN'T KNOW HOW LUCKY HE IS! NO WORRIES EXCEPT KEEPING THIS SCHOOL CLEAN! NO NUTTY VILLAINS TO CHASE, LIKE I HAVE!

AND, ON THE FLOOR ABOVE...

SOMEONE'S COMIN'! I'D BETTER DUCK INTO THIS ROOM HERE!

UH OH! THE BLAMED ROOM IS PACKED!

AND NOW, CLASS, OUR PRINCIPAL WILL SAY A FEW WORDS TO -- WHA--???

IT'S THE SANDMAN!!

LOOK HERE--I'M PRINCIPAL DAVIS! I DEMAND TO KNOW--

QUIET YOU! I'LL DO THE TALKIN'! SO, YOU'RE THE PRINCIPAL, EH? HMMM-- KNOW SOMETHIN'? I NEVER GRADUATED SCHOOL! MEBBE THIS IS MY CHANCE TO GET A DIPLOMA!

I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

WELL, YOU'RE GONNA FIND OUT RIGHT NOW! I FIGURE A GUY LIKE ME DESERVES THE BEST OF EVERYTHING! SO, I WANT YA TO WRITE ME OUT A DIPLOMA -- OR ELSE!

NOTHING COULD MAKE ME DO THAT! A DIPLOMA MUST BE EARNED! YOUR THREATS CAN'T MAKE ME VIOLATE MY TRUST, OR MY DUTIES!

SAY! LISTEN TO HIM STAND UP TO THE SANDMAN!

NOW THERE'S A MAN WITH GUTS!

STOP! STAY BACK! THESE STUDENTS ARE IN MY CARE! ALL OF YOU-- RUN! RUN HOME! CALL THE POLICE! I'LL HOLD HIM OFF TILL YOU GET SAFELY OUT!

THAT'S WHAT YOU THINK, MISTER! I'M GONNA TEACH YOU A LITTLE LESSON RIGHT NOW!

BUT, OUTSIDE THE CLASSROOM DOOR, THE RETURNING PETER PARKER HAS OVERHEARD THE COMMOTION, AND, MAKING A RAPID CHANGE, HE SUDDENLY BURSTS INTO THE ROOM LIKE A TORNADO, AS THE AMAZING SPIDER-MAN!!

YOU'VE GOT THAT BACKWARDS, LOUD-MOUTH! YOU'RE THE ONE WHO'S GOT A LOT TO LEARN!

SPIDER-MAN!!

WOW-EEEE! THIS SURE HAS STUDYING CALCULUS BEAT ALL HOLLOW!!

GO **GET** 'IM, **SPIDER-MAN!**

GIVE 'IM ONE FOR **US,** PAL!

WONDER IF THEY'D CHEER SO LOUD IF THEY KNEW IT WAS "PUNY" **PETER PARKER** THEY'RE CHEERING?!?

THAT WAS A REAL DRAMATIC ENTRANCE, **SPIDER-MAN!** BUT ENJOY IT WHILE YOU CAN--BECAUSE **THIS** TIME YOU AINT GETTIN' **AWAY** FROM ME SO EASY!

I'VE GOT TO GET HIM **AWAY** FROM HERE! CAN'T TAKE A CHANCE ON ANY OF THESE **KIDS** GETTING HURT WHILE WE'RE FIGHTING!

BUT MAYBE I CAN QUICKLY FLOOR HIM WITH ONE PUNCH...

UH OH! NOT A CHANCE! MY **SPIDER SENSE** TELLS ME HE'S MAKING HIS BODY ROCK-HARD AGAIN! I'D JUST BUST MY HAND TRYING!

INSTEAD, I'LL DO THE UN-EXPECTED! I'LL GRAB HIM IN A WRESTLER'S HOLD BEFORE HE CAN CHANGE THE STRUCTURE OF HIS PHYSICAL MAKEUP...

...AND FLIP HIM OVER MY HEAD--LIKE **THIS!**

HAPPY LANDINGS, BRAGGERT!

PERFECT! I GOT HIM OUT OF THE ROOM! NOW TO FIND A WAY TO **HOLD** HIM UNTIL THE POLICE CAN GET HERE!

OOOO

BOY! DID YOU SEE **THAT!?!**

I WONDER WHERE **PETER** WENT? HE ISN'T HERE!

WHO, THAT COWARD? HE'S PROBABLY HIDIN' WITH HIS HEAD UNDER A DESK SOMEWHERE!

HEY! **SANDMAN** RECOVERED FASTER THAN I THOUGHT! I'VE GOT TO STAY OUT OF HIS WAY TILL THE SCHOOL CAN BE CLEARED OF THE KIDS!

QUICKLY! EVERYBODY OUT! THIS WAY!

OKAY, **SPIDER-MAN!** NOW IT'S JUST YOU 'N ME! ONCE I FINISH **YOU** OFF, NOBODY'LL BE ABLE TO STOP ME!

HE'S PRESSING ME TOO HARD! I NEED MORE ROOM! **HE** HAS THE ADVANTAGE AT THESE CLOSE QUARTERS! I'LL NEED MY AGILITY TO GET OUT OF RANGE!

AHH, **THIS** IS MORE LIKE IT! NOW, I'VE GOT TO LURE HIM OUT OF HERE, INTO A **BIGGER** AREA! I KNOW JUST THE PLACE!

GOOD! HE FOLLOWED ME INTO THE **GYM!** NOW I'VE REALLY GOT ROOM TO **OPERATE!**

I'LL COVER HIM WITH MY WEB FROM UP HERE!

TRICKY LITTLE CLOWN, AINTCHA?

BROTHER, YOU DON'T KNOW **HOW** TRICKY!

WELL, YOU'LL HAVETA BE A **LOT** TRICKIER THAN **THAT** TO HOLD **ME!**

HECK! HE'S POURING RIGHT **THRU** MY WEB!

ANY **OTHER** DUMB STUNTS YOU WANNA TRY?

WHY NOT? YOU'RE NOT **GOIN'** ANYWHERE!

I'M TRYING TO SOUND CONFIDENT TO HIM, BUT I'LL BE **BLAMED** IF I KNOW WHAT TO TRY **NEXT!!** HE'S SURE NO SITTING DUCK!

GOTTA CATCH MY BREATH FOR A SEC! HE--HE'S GOT ME TRAPPED IN THIS CORNER! CAN'T RUN--AND MY PUNCHES DON'T SEEM TO BE HURTING HIM!

NOW I'VE GOT YOU WHERE I **WANT** YOU! HOLD STILL, INSECT MAN --THIS WON'T TAKE LONG!

ALL RIGHT, IF YOU WANNA **KEEP** PUNCHIN' ME, I'LL MAKE IT **EASY** FOR YA! **THERE**-- I MADE MYSELF ALL NICE AND SANDY AGAIN! AND **NOW**--

MY FIST WENT RIGHT **THRU** HIM! BUT, HE MADE HIS BODY **HARD** AGAIN! I--I'M **STUCK!**

I DON'T WANTCHA TO GET **BORED**, CHUM! SO I'LL HIT YOU A **DIFFERENT** WAY! EVER GET ANY LOVE TAPS FROM A GUY'S ROCK-HARD **HEAD?**

UGH! OWW...

IF--IF I DIDN'T HAVE MY **SPIDER STRENGTH**, I'D BE OUT FOR THE COUNT NOW! CAN'T TAKE MUCH MORE OF THIS! GOTTA DO **SOMETHING!!**

SUDDENLY, SUMMONING EVERY REMAINING BIT OF STRENGTH IN HIS AMAZINGLY POWERFUL BODY, THE **SPIDER-MAN** EXERTS ONE LAST MIGHTY EFFORT AND FLIPS **SANDMAN** OVER HIS HEAD, AGAINST THE IRON STAIRWAY POST!

WHA--??!

THE AWESOME CRIMINAL RELEASES HIS HOLD ON SPIDER-MAN AS HE SHATTERS INTO COUNTLESS GRAINS OF SAND...

I'M FREE!

--BUT FOR HOW LONG? HE'S ALREADY REFORMING THE SANDY ELEMENTS OF HIS BODY INTO A SOLID MASS!

NICE TRY, SPIDER-MAN! BUT A FAT LOT OF GOOD IT'LL DO YA!!

BOY! ANYONE WHO WANTED TO TRADE PLACES WITH ME RIGHT NOW WOULDN'T HAVE TO COAX ME VERY HARD!

I'LL JUST LET MY GRAINS OF SAND OOZE OVER THERE TOWARDS YOU... LIKE HAVIN' YOUR LEGS IN QUICKSAND, ISN'T IT?

I'LL BET YOU'D BE GREAT AT A PARTY! YOU'RE JUST A BARREL OF FUN, AREN'T YOU?!!

WELL, THIS LITTLE PARTY'S GONNA END PRETTY SOON! HERE'S WHERE I PUT YOU AWAY FOR KEEPS, YOU COSTUMED PEST!

HE'S TRAPPING ME MORE AND MORE! I CAN'T BREAK LOOSE! WAIT! I'VE GOT AN IDEA!

WHILE HE'S BUSY TRYING TO MAKE ME HELPLESS, I'LL BEND DOWN AND TRY TO MAKE HIM FORM HIMSELF INTO SOME SORT OF A BALL!

I NOTICE YOU'RE NOT GIVIN' OUT WITH ALL THE WISECRACKS NOW, SPIDER-MAN!

IT WORKED! I MANEUVERED HIM NEAR THE BASEMENT STEPS! NOW-- IF I'M LUCKY--

YOU'RE JUST PROLONGIN' THE AGONY, LAMEBRAIN! THIS AINT GONNA HELP YA!

OOF!

STILL THINK IT WON'T HELP ME??

OKAY, YOU HAD YOUR FUN! NOW I'M THRU FOOLIN' AROUND!

THAT SO? I'M JUST GETTIN' STARTED!

THIS ELECTRIC DRILL WILL BORE THRU ANY-THING! SO YOU'D BETTER KEEP YOUR DISTANCE, SANDMAN!

DON'T YOU EVER LEARN?? ALL I GOTTA DO IS MAKE MY BODY LIKE SAND AGAIN! THAT DUMB THING CAN'T HURT ME!

SO FAR, SO GOOD! HE DOESN'T SUSPECT THAT THAT'S JUST WHAT I WANT HIM TO DO!

STILL NOT CONVINCED, HUH? OKAY, GO AHEAD-- WASTE YOUR TIME! HOW'D A NUT LIKE YOU EVER GET TO BE A SUPER-HERO, ANYHOW??

JUST STICK AROUND, BIG MAN! YOU'LL FIND OUT BEFORE YOU KNOW IT!

MOVING WITH BREATH-TAKING SPEED, THE AMAZING SPIDER-MAN SUDDENLY DROPS HIS DRILL AND SEIZES THE HUGE INDUS-TRIAL VACUUM-CLEANER WHICH THE SCHOOL JANITOR HAD BEEN ADJUSTING EARLIER IN THE DAY!

SO, YOU WANTED A DIPLOMA, EH?

WHAT'S THAT GOT TO DO WITH ANYTHIN'??

JUST THIS! HERE'S THE FIRST PART OF YOUR EDUCATION--- COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

OHHHH...

WHEW! GOT HIM AT LAST! THAT HEAVY CANVAS BAG WILL HOLD HIM FOR SURE!

TOO BAD! I COULD HAVE GOTTEN SOME PICTURES OF OUR FIGHT! OL' JAMESON WOULD PAY A FORTUNE FOR 'EM! SAY! WHY NOT??

MAYBE WITH A LITTLE INGE-NUITY I CAN STILL FURNISH THE PIX TO JJ! I'LL JUST TAKE MY CAMERA OUT OF MY BELT...

THERE! I'VE GOT THE TIMER SET TO "AUTO-MATIC". NOW, THIS BUCKET OF SAND WILL COME IN REAL HANDY!

FOR FIRE ONLY

I'LL JUST TOSS A MESS OF SAND INTO THE AIR, LIKE THIS!

AND THEN I'LL DIVE THRU IT, AS THOUGH I'M ATTACK-ING SANDMAN WHILE HE'S IN HIS SAND-GRAIN FORM!

SINCE THIS REALLY HAPPENED A FEW MINUTES AGO, IT CAN'T BE UNETHICAL! IT'S LIKE SHOOTING A RE-TAKE OF A MOVIE! I HOPE THE CAMERA IS FOCUSED JUST RIGHT--THESE SHOULD BE GOOD SHOTS!

MEANWHILE, THE POLICE HAVE THROWN A HEAVILY-ARMED CORDON AROUND THE SCHOOL, AND...

ALL UNITS ARE IN POSITION, CAPTAIN!

GOOD! REMEMBER, WE DON'T WANT TO TAKE ANY UNNECESSARY CHANCES!

LET ME THRU! I'M J. JONAH JAMESON! LET ME THRU!

WHAT ARE YOU WAITING FOR, CAPTAIN? WHY DON'T YOU CHARGE IN THERE AND OVERPOWER THE SANDMAN??

LOOK, MISTER--I DON'T TELL YOU HOW TO PUBLISH NEWSPAPERS! I'VE GOT TO BE SURE THAT ALL THE STUDENTS ARE OUT OF THERE BEFORE THE SHOOTING STARTS!

LATER...

ALL RIGHT, THE SCHOOL IS CLEARED OUT, EXCEPT FOR **SANDMAN!** NOW **GET HIM** BEFORE HE AND **SPIDER-MAN** ESCAPE!

YOU'RE OFF BASE THERE, JAMESON! WE'RE NOT AFTER **SPIDER-MAN!** FAR AS WE KNOW, HE'S HELPING US TO **BATTLE** SANDMAN!

SO, HE'S GOT **YOU** FOOLED TOO, HAS HE? I'M CONVINCED THEY'RE IN **CAHOOTS!** FOR ALL WE KNOW, THEY'RE PLANNING TO LOOT THIS ENTIRE CITY TOGETHER!

JAMESON, WHY DON'T YOU LET **ME** HANDLE-- WAIT! **LOOK!!**

YOU CAN BREATHE EASY, CAPTAIN! **SANDMAN** IS INSIDE, ALL WRAPPED UP FOR YOU!

IT'S **SPIDER-MAN!!** HE **DID** IT!

DON'T LET HIM **FOOL** YOU! IT COULD BE A **TRICK!** YOU'VE GOT TO CAPTURE **SPIDER-MAN!** HOLD HIM UNTIL YOU FIND THE **SANDMAN!**

BETTER COME **DOWN** FROM THERE, **SPIDER-MAN!** YOU'LL HAVE TO GIVE US A FULL REPORT!

AND **I'VE** GOT A FEW QUESTIONS TO ASK HIM, TOO! MY PAPERS WANT TO KNOW MORE **ABOUT** HIM! WHY IS **SPIDER-MAN** ALLOWED TO ROAM THE CITY AT WILL--TAKING THE LAW INTO HIS OWN HANDS??

BOY, **NOTHING** I DO CAN SATISFY JAMESON! I'D BETTER WATCH MY STEP --HE HAS A WAY OF INFLAMING THE CROWD, TURNING EVERYTHING I SAY AND DO **AGAINST** ME! IF THE POLICE LISTEN TO HIM, **I'M** LIABLE TO BE LOCKED UP, TOO!

HERE--**SANDMAN'S** INSIDE--BETTER HANDLE WITH CARE!

CAPTAIN, MAKE **SPIDER-MAN** COME DOWN, TOO! WHY WON'T HE FACE US?? WHAT IS HE TRYING TO HIDE?? AS A TAXPAYER, I **DEMAND** HE BE APPREHENDED!

BUT, INSIDE THE SCHOOL AGAIN, **SPIDER-MAN** HAS **OTHER** PLANS...

I'VE GOT TO CHANGE BACK TO **PETER PARKER** ON THE DOUBLE, BEFORE THEY FIND ME!

A FEW SECONDS LATER...

I SURE HOPE NO ONE TIES MY SUDDEN APPEARANCE IN WITH THE **DISAPPEARANCE** OF **SPIDER-MAN!**

HOLD ON THERE, PARKER! I'VE BEEN **LOOKING** FOR YOU!

SO, YOU WERE HIDING IN THE SCHOOL, EH? GOOD BOY! DID YOU GET ANY EXCLUSIVE PICTURES OF THOSE TWO MENACES FOR ME??

YES SIR, I DID! I WAS, EH, KINDA LUCKY THIS TIME!

HERE'S THE FILM, MISTER JAMESON! I DIDN'T HAVE TIME TO HAVE IT DEVELOPED!

THAT'S ALL RIGHT! DON'T WORRY ABOUT IT! I'LL TAKE THE COST OF DEVELOPING OUT OF YOUR PAY!

NOT A SIGN OF **SPIDER-MAN,** CHIEF!

WELL, WE'VE NOTHING AGAINST HIM ANYWAY! AND WE **DO** HAVE **SANDMAN** UNDER WRAPS!

NOTHING AGAINST **SPIDER-MAN??!!** WHAT ABOUT THE **DAMAGE** DONE TO THE INSIDE OF THE SCHOOL?? WAIT TILL MY PAPERS WRITE AN **EDITORIAL** ABOUT HIM WRECKING PUBLIC PROPERTY!

IF **SPIDER-MAN** HAD LET THE **POLICE** HANDLE THIS, **SANDMAN** COULD HAVE BEEN STARVED OUT OF THERE AND CAPTURED WITH NO FUSS, NO DAMAGE! BUT ONCE AGAIN **SPIDER-MAN** TRIED TO STEAL THE GLORY!

MR. JAMESON, THE POLICE **APPRECIATE** **SPIDER-MAN'S** HELP! YOU CAN PRINT WHAT YOU WANT TO IN YOUR PAPERS, BUT SOONER OR LATER PEOPLE WILL REALIZE YOU'RE JUST AIRING A PRIVATE GRUDGE OF YOUR OWN!

AWW, WHO CARES ABOUT JAMESON!? FOR ONCE, EVERYTHING TURNED OUT OKAY!

I POLISHED OFF **SANDMAN**, GOT THE MONEY I NEEDED, AND NOW THERE'S NOTHING TO STOP ME FROM DATING **LIZ** TONIGHT! I'D BETTER GO AND **FIND** HER!

THERE SHE IS! **WAIT UP**, LIZ--!

WELL, WELL, LOOK WHO'S HERE! "MR. BOOKWORM OF 1963!"

NOW THAT THE FIGHTING'S OVER, YOU FINALLY CAME OUT OF HIDING, EH?

WHAT IS IT, PETER? I HAPPEN TO BE QUITE BUSY!

GEE, DON'T BE ANGRY, LIZ! I JUST WANTED TO TELL YOU THAT I **CAN** TAKE YOU OUT TONIGHT, AFTER ALL!

REALLY? PERHAPS WE SHOULD DECLARE THIS A NATIONAL HOLIDAY! SORRY, **MR. PARKER**, BUT I HAVE MADE **OTHER** PLANS!

MEANING YOURS TRULY, PUNK! NOW RUN ALONG AND FIND YOUR UMBRELLA!

YOU BRAINLESS LOUDMOUTH! YOU'VE INSULTED ME FOR THE **LAST** TIME! I'M GONNA WIPE THAT STUPID LEER OFF YOUR FACE RIGHT **NOW!**

WELL, WELL! SO THE WORM FINALLY TURNED, EH? OKAY, WORM, I'VE BEEN **WAITING** FOR THIS!

WAIT! WHAT AM I **DOING??** I CAN'T AFFORD TO LOSE MY TEMPER LIKE THIS! WITH THE STRENGTH OF **SPIDER-MAN**, IF I GET INTO A FIGHT WITH A NORMAL GUY, I COULD **PULVERIZE** HIM!

AWW, FORGET IT! YOU'RE NOT EVEN WORTH THE TROUBLE! I'VE GOT **MORE** IMPORTANT THINGS TO DO!

SURE, THINGS LIKE CHICKENING OUT OF FIGHTS, AND HIDING WHENEVER THERE'S TROUBLE! THINGS LIKE THAT CAN KEEP A FELLA REAL BUSY, CAN'T THEY, PETEY BOY?

WOULD YOU LIKE US TO HELP YOU CROSS THE STREET, SONNY? MEBBE WE COULD--

HEY! WHAT GIVES? YOU OUGHTTA FEEL HIS ARM UNDER THIS JACKET, FLASH! PARKER'S GOT MUSCLES LIKE A WEIGHT LIFTER!

HMMPH! TOO BAD HE DOESN'T HAVE COURAGE TO MATCH!

YOU SAID IT, LIZ! COME ON, CHICK, LET'S GO! THIS COMPANY IS BORIN' ME!

NOW EVEN LIZ THINKS I'M A COWARD! THAT SURE IS PRETTY HARD TO TAKE!

SO LONG, BRAIN WAVE! DON'T LET ANY KINDERGARTEN KIDS RUN AWAY WITH YOUR BOOKS!

THAT'S ENOUGH, FLASH! YOU NEEDN'T BE THAT CRUEL TO PETER!

WOMEN! I THOUGHT YOU WERE MAD AT 'IM!

LATER, WALKING HOME FROM SCHOOL, A THOUGHTFUL PETER PARKER OVERHEARS THE COMMENTS OF HIS NEIGHBORS...

WELL, I SEE THAT SPIDER-MAN CAPTURED THAT AWFUL SANDMAN!

ACCORDING TO THE EDITORIAL, SPIDER-MAN IS JUST AS BAD AS THE OTHER ONE!

JONAH JAMESON WRITES THAT SPIDER-MAN HAS NO BUSINESS TRYING TO CATCH CRIMINALS BY HIMSELF!

IF YOU ASK ME, THAT'S RIGHT! WHO KNOWS WHEN SPIDER-MAN MAY TURN AGAINST SOCIETY?!!

WHAT WOULD MAKE A GUY WEAR A GOOFY COSTUME AND RUN AROUND CHASIN' CROOKS?

I DUNNO! HE MUST BE A NEUROTIC OF SOME SORT! PROBABLY HAS DELUSIONS OF GRANDEUR!

DON'T YOU WISH YOU WERE SPIDER-MAN?

NAH! GIVE ME THE HUMAN TORCH ANY DAY!

FINALLY, ALONE IN HIS ROOM, THE AMAZING INDIVIDUAL CALLED SPIDER-MAN SEARCHES HIS SOUL, BEWILDERED, CONFUSED, AND BITTER!

CAN THEY BE RIGHT? AM I REALLY SOME SORT OF A CRACK-POT, WASTING MY TIME SEEKING FAME AND GLORY?? AM I MORE INTERESTED IN THE ADVENTURE OF BEING SPIDER-MAN THAN I AM IN HELPING PEOPLE?? WHY DO I DO IT? WHY DON'T I GIVE THE WHOLE THING UP?

AND YET, I CAN'T! I MUST HAVE BEEN GIVEN THIS GREAT POWER FOR A REASON! NO MATTER HOW DIFFICULT IT IS, I MUST REMAIN AS SPIDER-MAN! AND I PRAY THAT SOME DAY THE WORLD WILL UNDERSTAND!

ONE THING IS CERTAIN! THE WORLD WON'T HAVE LONG TO WAIT FOR SPIDER-MAN'S NEXT GREAT THRILLER! DUE TO YOUR EVER-INCREASING DEMAND, IT WILL BE ON SALE SOON! RESERVE YOUR COPY NOW!

THE END

SPIDER'S WEB

Please address your letters to:
THE SPIDER'S WEB
Third Floor
655 Madison Ave.
New York 21, N. Y.

Dear Stan and Steve:

Amazing Spider-Man #2 was again very good. I enjoyed this issue somewhat more than the first issue, probably because there was more action this time. Your two stories, "Duel to the Death with the Vulture," and "The Terrible Tinkerer," were both very good. I wish Spider-Man had gotten due credit for his capture of the Vulture (not to mention the prevention of the conquering of the Earth), and I'm still waiting to see the day when Jameson will swallow his nasty remarks about our hero. The picture of Spider-Man on page 9, panel 6 was one of the best pictures yet of our hero. By the way, thanks for the picture of Spider-Man in the corner of your cover. I'm glad that the Marvel group has received this custom. It adds an extra little touch to the cover. Well, I'll be looking forward to your next issue.

Dave Bibby
40 Hillside Ave.
Verona, N. J.

Thanks, Dave. Glad you like our cover trademark. We've received many nice comments from readers about it, and appreciate them all.

Dear Stan and Steve:

I have just read a terrific new comic that is worthy of reading over and over again. It's name: THE AMAZING SPIDER-MAN, and it is great. No question about it. Well, mebbe just one. In the first half of the book, Spider-Man's secret identity is Peter *Parker*, but in the second half, his secret identity is Peter *Palmer*! Which name is right?

Gary Anderson
East Northport, N. Y.

Gary, literally hundreds of puzzled fans have called our attention to that king-sized error! We don't know how it happened, but to set the record straight, SPIDER-MAN'S real name is Peter PARKER, and we're gonna do our best to see that it STAYS that way!

Dear Stan and Steve:

Stan, you have struck again. If I thought the first SPIDER-MAN tale was good, I should have waited till the second and third. WOW! and a few more for flavor! The only thing I truly regret is that Steve Ditko's art distorted the Four to the point where it was agony to this dyed-in-the-wool FF fan to see them. SPIDER-MAN he can do well — I honestly can't picture him any other way — but the others . . . I suggest any more feature appearances be made by S-M (Sub-Mariner's initials?) in other magazines.

Paul Moslander
Editor of *Jeddak*
1206 31 Ave.
San Mateo, California

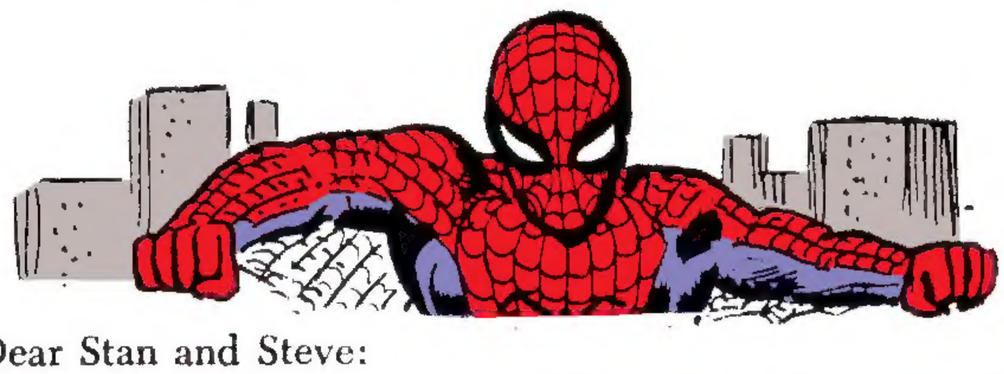
You're about to get your wish, Paul! Lately, it seems that SPIDER-MAN is all over the place! He has a brief guest appearance in the great FANTASTIC FOUR ANNUAL, on sale this summer . . . and he shares top billing with the HUMAN TORCH in the 72-page STRANGE TALES ANNUAL, also out this summer. We couldn't think of any excuse to squeeze him into the MILLIE THE MODEL ANNUAL, but we tried!

Dear Stan and Steve:

WOW! You really did it! *Amazing Spider-Man* #2 was spectacular! It was colossal! It was even better than your first great issue. You gave us new, new villains, both of whom are good. I think, however, that the Vulture was the best; he was terrific! I think he's even better than Dr. Doom, villain in *Fantastic Four*. The way the Vulture keeps looping around behind Spider-Man made me wonder if Spider-Man would defeat the Vulture at all! One of the things that makes the Spider-Man more believable and real is the fact that he does make mistakes at times. He wasn't very careful, at times, in his battle with the Vulture, and consequently, the Vulture was able to knock him out and dump him in a water-tower. Another time, Spider-Man was careless, and the Vulture almost sent him plunging to his death! But it's things like this that make the Spider-Man so great! I have some comments to make about the belt that Spider-Man now wears. As long as he uses it to keep web-fluid capsules in, it's all right with me. Just don't start having him keep a whole lot of scientific gadgets and other things in it! If you do, POW! Spider-Man is supposed to depend on his spider-like powers; he doesn't need a lot of other things in his battle against crime. Keep up the good work. Spider-Man is your best super-hero by a long shot!!! Why don't you drop the word, 'Amazing' from your title? It doesn't sound quite right.

Larry Brown
506 Handy Drive
Bay City, Michigan

We kept the word AMAZING out of sentiment, because it was part of the title of the magazine which SPIDER-MAN replaced. Also, it seemed to fit Peter Parker to a T! But, as usual, we'll let our fans be the final judge. What do you say, friends? Do we drop the word AMAZING from our title, or does it remain?



Dear Stan and Steve:

At last! Spider-Man has his own mag!!! I love your art, and the plots are terrific. His costume is the most glamourous and colorful in comic history and I think his mag will be the most liked throughout all of North America within six months. Don't get Spider-Man to join the FF though; he's the greatest by himself. He's the only super-hero I know who doesn't have money or live in luxury. I think that you should give him his own headquarters and maybe a Spider-jet with his insignia on it.

Waiting for the next issue,
Bill Schmuck
1140 Rock Street
Victoria, B.C., Canada

We're all for it, Bill, but where is a super hero without any dough gonna get his own Spider-jet?? Last we heard, he was trying to raise the down-payment on a bike!

CONTINUED . . .

Dear Editor,

I thought *Fantastic Four* was great, but the amazing *Spider-Man* is superb, excellent! Glad to see S. Lee and S. Ditko together on such a great mag. In my opinion *Spider-Man's* adventures are superb, great fantasy, plots, and artwork. If future issues are as good or better as No. 1, they'll be excellent. About *Amazing Adult Fantasy* (where SPIDER-MAN first appeared), what ever happened to it? I thought it was a great mag. The first issue of amazing *Spider-Man* was truly superb. Thanks for a great mag.

Arthur Davis Jr.
2809 Avenham Ave.
Roanoke 14, Virginia

You're more than welcome, Art! As for AMAZING ADULT FANTASY, we're glad of this opportunity to explain its demise to all those who've asked about it. Judging by your mail, those who read the mag LOVED it . . . but, judging by our sales, not enough readers BOUGHT A.A.F.! So, just for kicks, we decided to create a new super character (SPIDER-MAN) and throw away all the rules, making him as original and as different as we could. We planned to present him in the final issue of AMAZING ADULT FANTASY, just to satisfy ourselves. But, the rest is history! His surprise appearance jolted readers everywhere, and we were deluged with letters demanding that he be given his own magazine. So there you are . . . AMAZING ADULT FANTASY has now become AMAZING SPIDER-MAN, and a new super hero sensation has joined the Marvel galaxy of stars!

Dear Stan and Steve:

I can tell already that the SPIDER-MAN letter column will contain fantastic rave letters, claiming that you have the art of Dali, the writing of Shakespeare, and the greatest character since Ellery Queen. Probably you will also print one crank letter, saying, "SPIDER-MAN stinks because he is a real weirdo, so why don't you give him some more powers and a romantic interest, and have him talk to spiders and befriend them, and square him with the law so as he can be a fighter for crime." Even if you won't be as good or as bad as any of the letters you print, there is certainly no denying that you have something going for you. The cover was the best ever used on any magazine you edit, the interior art of Human Torch was especially outstanding, the best treatment he has had since the "good old days," the plots were sound, and the personal touches that make your stories what they are abounded. The way SPIDER-MAN "flies" by swinging from web to web, may displease the window cleaners who have to clear the webs away, but I hope you keep it, rather than have him jump or catapult himself until he is effectively flying under his own power. The scenes in the second story, on page seven, were especially effective. One gripe, and I will bring this letter to a close. Such quotes as, "My spider instincts sense danger behind me!", "That tingle I feel, my quarry is close," "I can still sense him in the dark" – all imply some vague power which has no reasonable explanation, and which is unnecessary to the story. Most super-heroes have such unexplained instincts which save the writer the trouble of thinking up a more reasonable and clever way out of plot difficulties, but I just hope you keep SPIDER-MAN out of this rut!

Rick Wood
Bellingrath, Southwestern
Memphis 12, Tennessee

Aw, come on now, Rick! WHAT rut? How many OTHER super heroes do you know with spider instincts?

SPECIAL ANNOUNCEMENTS SECTION:

Forgive us if we sound boastful, but we just can't help it. In the space of only three issues, SPIDER-MAN has become a comic magazine sensation! And so, we are proud to announce that, effective with this issue, the AMAZING SPIDER-MAN will be published MONTHLY!

- **Many readers have written to request that SPIDER-MAN join the FANTASTIC FOUR, or team up with the HUMAN TORCH, or SUB-MARINER, or THOR, or almost any and every super character in our ever-growing lineup. However, for the time being, we would like to limit him to a few occasional guest appearances with our other heroes (which will be announced, when space permits). Stan and Steve have so many wonderful, unusual ideas for future SPIDER-MAN tales, that we don't want to do anything to interfere with them.**

- **Due to the unusually large demand for SPIDER-MAN, we hear that some fans have been missing issues because their dealers were sold out. May we suggest that you avoid disappointment by asking your dealer to RESERVE a copy for you in advance. Okay? Then we'll see you next month!**

- **Yours till Peter Parker picks a peck of pickled peppers!**